



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of _____
COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

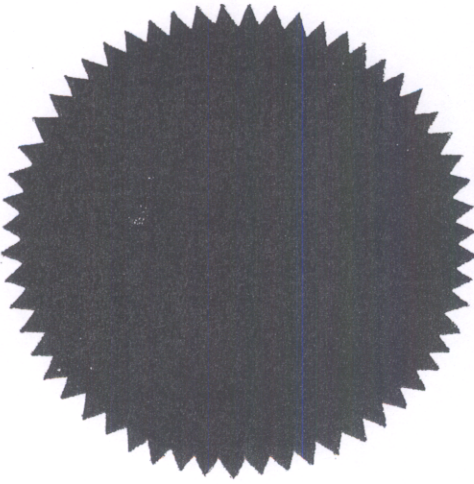
have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare _____
COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is _____
1820 Commerce Tower, 911 Main St., Kansas City, MO. 64105

and that its period of existence is Perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 10th day of March, 1983


James C. Kirkpatrick
Secretary of State

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAR 10 1983

ARTICLES OF INCORPORATION

James C. Thompson

OF

COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

We, the undersigned, Douglas H. Hall, 6904 Wildwood Drive, Raytown, Missouri 64133; Phyllis L. Thorp, 10312 East 95th Terrace, Kansas City, Missouri 64134; and Shirley Fearon, 11124 East 85th, Raytown, Missouri 64138, being natural persons of the age of 18 years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not-for-Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Community Mental Health Services Foundation.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The address of the initial registered office in the State of Missouri is 1820 Commerce Tower, 911 Main, Kansas City, ¹⁰⁴¹⁰⁵ Jackson County, Missouri. The name of the initial Registered Agent at

said address is Mildred Raymond.

ARTICLE IV

This Corporation is organized as a not-for-profit corporation exclusively for charitable, scientific and educational purposes. The terms "charitable", "scientific" and "educational" shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code").

Without limiting the generality of the foregoing, the purposes for which this Corporation is formed include the following:

(a) Supporting and assisting, and making grants and gifts in support of and in assistance for, the furnishing of mental health services in the community through supporting and promoting the more efficient use of those facilities owned, operated or managed by Community Mental Health Center-South, Inc., a Missouri not-for-profit Corporation, which provides services, treatment and care for the mentally ill of the community, both on an out-patient and in-patient basis, and which is a Corporation organized within the meaning of Section 501(c)(3) of the Code or the comparable provisions of the Code then in effect; and

(b) The making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the comparable provisions of the Code then in effect, engaged in mental health care or mental health science activities; and

(c) The doing and performing of any other activity which provides, promotes or contributes to the improvement of mental health care, or minimizes the cost of such care, for the benefit of the general public; and

(d) The doing and performing of any other things necessary or incidental to any of the foregoing;

provided, however, that notwithstanding the foregoing enumeration

of particular purposes found in this paragraph, this Corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Code or the comparable provision of the Code then in effect.

This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this Corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this Corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated of this Corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Code or the comparable provision of the Code then in effect.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of any candidate for public office.

ARTICLE V

In addition to, and not limited by, the general powers conferred under Chapter 355 of the General Not-For-Profit Corporation Act of the State of Missouri, the Corporation shall have the power to carry on any other lawful business that is of benefit to the Corporation under the laws of this state with respect to non-profit corporations exempt from federal income tax and in harmony with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(1) by a corporation exempted from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

This Corporation shall have as members those persons, corporations or other entities admitted to membership pursuant to the provisions of the bylaws, which shall prescribe the rights,

privileges and conditions of membership and shall provide for at least one class of membership each member of which shall have the right to cast one vote on all matters submitted to a vote of the membership. Cumulative voting shall not be permitted. The bylaws may provide for other classes of membership and prescribe the qualifications, rights, privileges and conditions of membership therein which may or may not include voting rights. No member of this Corporation shall benefit financially from the dissolution thereof. In the event of the dissolution of this Corporation, the assets of this Corporation shall be distributed as set forth in Article VIII hereof.

ARTICLE VII

The Corporation and its business affairs shall be managed and governed by a Board of Directors consisting of eleven (11) members; six (6) of whom shall be chosen by the membership of the Corporation, four (4) of whom shall be chosen by the Board of Directors of Community Mental Health Center-South, Inc., a Missouri not-for-profit corporation, and the final member to be the duly appointed Executive Director of Community Mental Health Center-South, Inc. then in office. Any change in the number of Directors and the method by which they shall be chosen as stated immediately above, shall be made only by Amendment of the Articles of Incorporation. The rights, powers, privileges, and qualifications of the Directors and their terms of office shall

be as fixed by the bylaws.

The first Board of Directors shall consist of five (5) persons, who shall be vested with the power and authority to adopt the initial bylaws of the Corporation. The names and addresses of the persons constituting the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Douglas H. Hall	6904 Wildwood Drive, Raytown, Missouri 64133
Phyllis L. Thorp	10312 East 95th Terrace, Kansas City, Missouri 64134
Shirley Fearon	11124 East 85th, Raytown, Missouri 64138
Alan Thibault	7027 Brookside Road, Kansas City, Missouri 64113
Beverly Parks Barker	2207 RedBridge Terrace, Kansas City, Missouri 64131.

Each such person shall hold office until the first meeting of members, at which time the members shall elect six directors and the Board of Directors of Community Mental Health Center-South, Inc., shall designate its appointees to the Board of Directors to serve for the terms and in the manner set forth in the bylaws as amended from time to time.

ARTICLE VIII

Upon the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no individual shall be entitled

to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any sources after the payment of any debts, liabilities and obligations of the Corporation shall be distributed to Community Mental Health Center-South, Inc., a Missouri general not-for-profit corporation, Jackson County, Missouri, if such corporation be in existence and operating as Community Mental Health Center-South, Inc., or to any successor operation, as the case may be, owning and operating facilities on behalf of such corporation as a non-profit mental health facility, or in the event that at such time there shall be no such non-profit corporation, or substitute corporation, then, in such event, one or more publicly supported organizations similar or related in purpose and organized and operated exclusively for charitable, scientific, public, health, and educational purposes within the meaning of Section 501(c)(3) of the Code and its regulations (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors of this Corporation shall determine. Any such assets not so distributed by the Board of Directors shall be distributed pursuant to an order made by the Circuit Court of the County of the Corporation's principal office in the State of Missouri, to another publicly supported organization or organizations similar or related in purpose to be used exclusively for charitable, scientific, public, health, and educational purposes within the

meaning of the aforesaid provisions of the Code.

The foregoing shall constitute the plan of distribution upon dissolution of the Corporation.

ARTICLE IX

The Corporation reserves the right to alter, amend, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of Missouri, and all rights and powers conferred herein are granted subject to this reservation; provided, however, that no alteration, amendment, change or repeal of any provision contained in these Articles of Incorporation shall be effective unless approved by not less than three-fourths of the full Board of Directors of the Corporation at a meeting thereof and a three-fourths affirmative vote of the members of the Corporation present at any regularly called meeting of the Corporation at which a quorum is present.

IN WITNESS WHEREOF, we have hereunto set our hands on this
6th day of March, 1983.

Douglas H. Hall

Shirley A. Fearon

Phyllis L. Thompson

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

I, Donald E. Raymond, a notary public, do hereby certify that on the 5th day of March, 1983, personally appeared before me, Shirley Fearon and Phyllis L. Thorp, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as the Incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


Notary Public

My Commission Expires:

DO NOT WRITE IN THESE SPACES
DONALD E. RAYMOND
NOTARY PUBLIC, STATE OF MISSOURI
JACKSON CO.
MY COMMISSION EXPIRES SEP 28 1983

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

I, Donald E. Raymond, a notary public, do hereby certify that on the 6th day of March, 1983, personally appeared before me, Douglas H. Hall, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as the Incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


Notary Public

My Commission Expires:

DO NOT WRITE IN THESE SPACES
DONALD E. RAYMOND
NOTARY PUBLIC, STATE OF MISSOURI
JACKSON CO.
MY COMMISSION EXPIRES SEP 28 1983

No. N00029037.....



STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

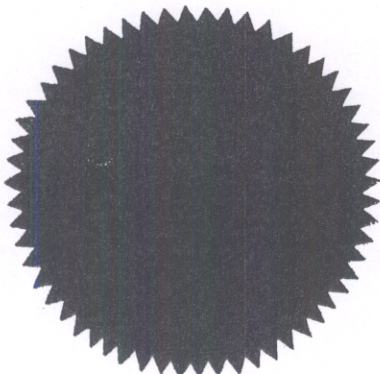
Corporation Division

**Certificate of Amendment
of a
General Not For Profit Corporation**

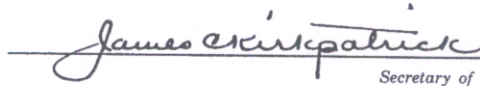
WHEREAS, COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 3rd day of January, 1984.


Secretary of State

RECEIVED OF: COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

FIVE DOLLARS----- Dollars \$ 5.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. N00029037.....

CORP. NO. 7

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

The undersigned corporation, for the purpose of amending its Articles of Incorporation, and pursuant to the provisions of the General Not-For-Profit Corporation Law of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is COMMUNITY MENTAL HEALTH SERVICES FOUNDATION, which is the name under which it was originally organized.

2. There are some members having voting rights in regard to amendments.

3. At a meeting of members held December 12, 1983, at which a quorum was present, the following Amendments to the Articles of Incorporation were adopted by the unanimous vote of the members present at the meeting, cast in favor of the adoption of the following resolution:

RESOLVED, that Articles VI, VII and IX of the Articles of Incorporation be and they hereby are amended by striking from said Articles of Incorporation said Articles VI, VII and IX as they now appear and substituting therefor the following Articles, so that said Articles as amended will read as follows:

ARTICLE VI

From and after the effective date of this amendment, This corporation shall have no members, but shall be governed by a self-perpetuating Board of Directors appointed and elected as set forth in Article VII hereof.

ARTICLE VII

From and after the effective date of this amendment, the corporation and its business affairs shall be managed and governed by a Board of Directors consisting of seven members, four of whom shall be elected to the office of director by majority vote by the Board of Directors of this corporation, and three of whom shall be appointed to the office of director in this corporation by the Board of Directors of Community Mental Health Center-South, Inc. Any change in the number of directors and the method by which they shall be chosen as stated immediately above, shall be made only by amendment of the Articles of Incorporation. The rights, powers, privileges, and qualifications of the directors and their terms of office shall be as fixed by the bylaws.

ARTICLE IX

The corporation reserves the right to alter, amend, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of Missouri, and all rights and powers conferred herein are granted subject to this reservation; provided, however, that no alteration, amendment, change or repeal of any provision contained in these Articles of Incorporation shall be effective unless approved by the affirmative vote of not less than three-fourths of the members of the Board of Directors of the corporation at a duly called regular or special meeting thereof.

IN WITNESS WHEREOF, THE UNDERSIGNED, Douglas Hall, President of the Corporation, has executed this instrument and its Secretary, Beverly Hatley has affixed its corporate seal hereto and attested said seal on the 29 day of December, 1983.

(Seal)

ATTEST:

COMMUNITY MENTAL HEALTH
SERVICES FOUNDATION

Beverly A. Hatley By Douglas Hall

STATE OF MISSOURI)
COUNTY OF JACKSON) ss.

I, the undersigned, a Notary Public, do hereby certify that on this 29 day of December, 1983, personally appeared before me, DOUGLAS HALL, who, being by me first sworn, declared that he is the President of COMMUNITY MENTAL HEALTH SERVICES FOUNDATION, that he signed the foregoing document as President of the Corporation and that the statements herein contained are true.

Catherine Schroder
Notary Public

My Commission expires:

March 8, 1986

CATHERINE SCHRODER
NOTARY PUBLIC STATE OF MISSOURI
JACKSON CO
MY COMMISSION EXPIRES MAR 8 1986

FILED AND CERTIFICATE
ISSUED

JAN 03 1984

James C. Crisp
Corporation Dept. SECRETARY OF STATE

No. N00029037



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

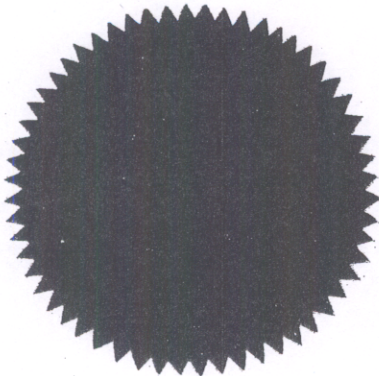
Certificate of Amendment of a General Not For Profit Corporation

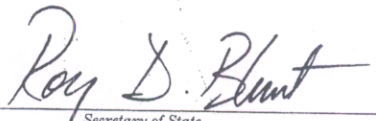
WHEREAS, COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 28th day of January, 19 85.




Secretary of State

RECEIVED OF: COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

FIVE DOLLARS-----Dollars, \$ 5.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. N00029037

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

The undersigned corporation, for the purpose of amending its Articles of Incorporation, and pursuant to the provisions of the General Not-For-Profit Corporation Law of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is COMMUNITY MENTAL HEALTH SERVICES FOUNDATION, which is the name under which it was originally organized.
2. There are no members having voting rights in regard to amendments.
3. At a duly called regular meeting of the Board of Directors of the corporation held November 7, 1984, at which a quorum was present, the following Amendment to the Articles of Incorporation was adopted by the unanimous vote of the directors present at said meeting, constituting the affirmative vote of not less than three-fourths of the members of the Board of Directors, cast in favor of the adoption of the following resolution:

RESOLVED, that Article VII of the Articles of Incorporation be and it hereby is amended by striking from said Articles of Incorporation said Article VII as it now appears and substituting therefor the following so that said Article VII as amended will read as follows:

"ARTICLE VII

From and after the effective date of this amendment, the corporation and its business affairs shall be managed and governed by a Board of Directors consisting of ten members, six of whom shall be elected to the office of director by majority vote by the Board of Directors of this corporation, and four of whom shall be appointed to the office of director in this corporation by the Board of Directors of Community Mental Health Center-South, Inc. Any change in the number of directors and method by which they shall be chosen as stated immediately above, shall be made only by amendment of the Articles of Incorporation. The rights, powers, privileges, and qualifications of the directors and their terms of office shall be as fixed by the bylaws."

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President, Douglas Hall and attested by its Secretary, Beverly

Hatley this 12 day of December, 1984.

(Corporate Seal)

By Douglas Hall
President

Attest Beverly Hatley
Secretary

STATE OF MISSOURI)
)SS
COUNTY OF JACKSON)

I, Frances V. Wadle a Notary Public, do hereby
certify that on the ___ day of December, 1984, Douglas Hall
appeared before me and, being first duly sworn by me, acknowledged
that he signed as his free act and deed the foregoing document
in the capacity therein set forth and declared that the statements
therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year before written.

Frances V. Wadle
Notary public

(Notarial Seal)

My Commission expires:

FRANCES V. WADLE
NOTARY PUBLIC STATE OF MISSOURI
JACKSON CO.
MY COMMISSION EXPIRES MAR 11, 1988

FILED AND CERTIFICATE
ISSUED
JAN 28 1985
Roy D. Blunt
Corporation Dept. SECRETARY OF STATE



CORRECTED

STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

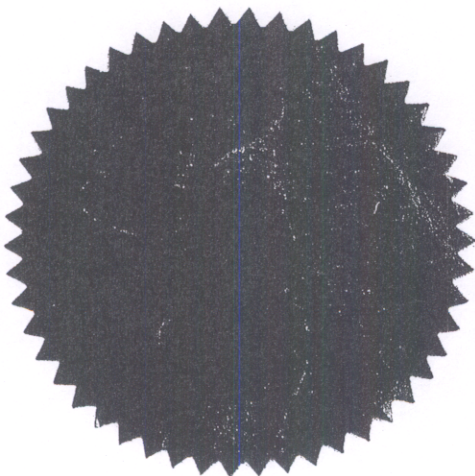
CORPORATION DIVISION

Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, RESEARCH MENTAL HEALTH FOUNDATION (FORMERLY: COMMUNITY MENTAL HEALTH SERVICES FOUNDATION)

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 28th day of November, 19 89.


Secretary of State



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State
CORPORATION DIVISION

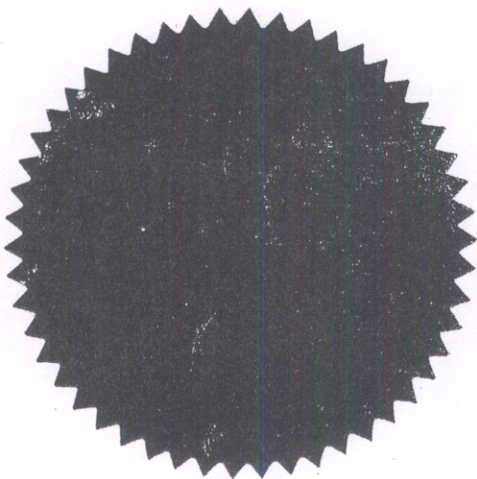
Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 28th day of November, 19 89.



Roy D. Blunt
Secretary of State

Fee \$ 5.00

FILED AND CERTIFICATE
ISSUED

NOV 28 1989

Roy D. Evans
Corporation Dept. SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
COMMUNITY MENTAL HEALTH SERVICES FOUNDATION

The undersigned corporation, for the purpose of amending its Articles of Incorporation, and pursuant to the provisions of the General Not-For-Profit Corporation Law of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is COMMUNITY MENTAL HEALTH SERVICES FOUNDATION, which is the name under which it was originally organized.

2. There are no members having voting rights in regard to amendments.

3. At a meeting of the Board of Directors, called and held as in the Bylaws provided on November 2, 1989, at which a quorum was present, the Articles of Incorporation were amended by the unanimous vote of the directors then in office present at the meeting, cast in favor of the adoption of the following resolution:

"RESOLVED, That the Articles of Incorporation be and they hereby are amended to change the name of the corporation to Research Mental Health Foundation; to correct the address of its registered office; to change the designation of the supported organization contained in Article IV of the Articles of Incorporation to its current corporate name and to modify the statement of purpose contained therein; to change the manner of electing directors and establish Research Mental Health Services as the sole member of the corporation, and to change the method of amending the Articles of Incorporation, said amendments to be accomplished by striking Articles I, III, IV, VI, VII, VIII and IX and substituting therefor the Articles numbered I, III, IV, VI, VII, VIII and IX as set forth below, so that said Articles of Incorporation as amended, from and after the effective date of this amendment, will read as follows:

Amended
Articles of Incorporation
of
Research Mental Health Foundation

ARTICLE I

The name of the Corporation is RESEARCH MENTAL HEALTH FOUNDATION.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The address of the initial registered office in the State of Missouri is 911 Main, Kansas City, Jackson County, Missouri. The name of the initial Registered Agent at said address is Mildred Raymond.

ARTICLE IV

This Corporation is organized as a not-for-profit corporation exclusively for charitable, scientific and educational purposes. The terms "charitable", "scientific" and "educational" shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code").

Without limiting the generality of the foregoing, the purposes for which this Corporation is formed include the following:

- (a) Supporting and assisting, and making grants and gifts in support of and in assistance for, the furnishing of mental health services in the community through supporting and assisting by gifts and grants Research Mental Health Services, a Missouri not-for-profit Corporation (which is a Corporation organized within the meaning of Section 501(c)(3) of the Code in its charitable function of providing mental health services, treatment and care for the mentally ill; and
- (b) The making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code which are connected to or operated by Research Mental Health Services, and engaged in mental health care or mental health services activities; and
- (c) The solicitation, receiving, holding, investing, administering and disbursing donated funds in support of Research Mental Health Services.

- (d) The doing and performing of any other things necessary or incidental to any of the foregoing;

provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this paragraph, this Corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code or the comparable provision of the Internal Revenue Code then in effect.

This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this Corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this Corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Code or the comparable provision of the Internal Revenue Code then in effect.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of any candidate for public office.

ARTICLE V

In addition to, and not limited by, the general powers conferred under

Chapter 355 of the General Not-For-Profit Corporation Act of the State of Missouri, as amended, the Corporation shall have the power to carry on any other lawful business that is of benefit to the Corporation under the laws of this state with respect to non-profit corporations exempt from federal income tax and in harmony with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempted from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

This corporation shall be a membership corporation and have as its sole member RESEARCH MENTAL HEALTH SERVICES.

ARTICLE VII

The corporation and its business affairs shall be managed by a Board of Directors consisting of ten members elected by the sole member of the corporation in the manner set forth in the Bylaws. The number of directors may be increased or reduced by amendment of the Bylaws. The rights, powers, privileges and qualifications of the directors and their terms of office shall be as fixed in the Bylaws.

ARTICLE VIII

Upon the liquidation or dissolution of the corporation, whether voluntary or involuntary, no individual shall be entitled to any distribution or division

of its remaining property or its proceeds, and the balance of any money and other property received by the Corporation from any sources after the payment of any debts, liabilities and obligations of the Corporation shall be distributed to Research Mental Health Services, a Missouri not-for-profit corporation, if such corporation be in existence and furnishing care and treatment to the mentally ill, or to any successor corporation, as the case may be, owning and operating facilities or furnishing care and treatment to the mentally ill on behalf of such corporation, as a non-profit mental health facility. In or, in the event that at such time there shall be no such non-profit corporation, or substitute corporation, then, in such event, the distribution shall be to one or more publicly supported organizations similar or related in purpose and organized and operated exclusively for charitable, scientific, public, health, and educational purposes within the meaning of Section 501(c)(3) of the Code and its regulations (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors of this Corporation shall determine. Any such assets not so distributed by the Board of Directors shall be distributed pursuant to an order made by the Circuit Court of the County of the Corporations's principal office in the State of Missouri, to another publicly supported organization or organizations similar or related in purpose, to be used exclusively for charitable, scientific, public, health, and educational purposes within the meaning of the aforesaid provisions of the Code.

The foregoing shall constitute the plan of distribution upon dissolution of the Corporation.

ARTICLE IX

The Corporation reserves the right to alter, amend, change, or repeal any

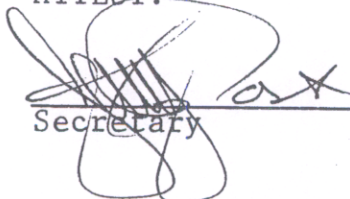
provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes of Missouri, and all rights and powers conferred herein are granted subject to this reservation; provided, however, that no alteration, amendment, change or repeal of any provisions contained in these Articles of Incorporation shall be effective unless approved by the consent in writing of the sole member of the Corporation.

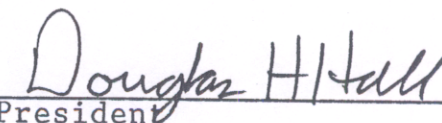
IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by Douglas Hall, its President and Jerry Post its Secretary this 10th day of November, 1989.

(NO SEAL)

COMMUNITY MENTAL HEALTH SERVICES
FOUNDATION

ATTEST:

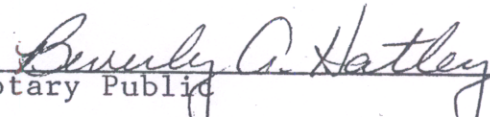

Secretary

By 
President

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.

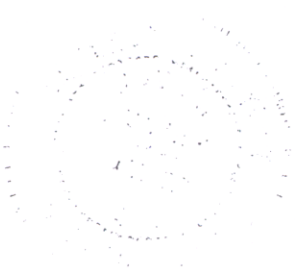
I, the undersigned, a Notary Public, do hereby certify that on this 10th day of November, 1989, personally appeared before me, Douglas Hall who, being by me first duly sworn, acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements contained therein are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


Notary Public

My commission expires: -

BEVERLY A. HATLEY
NOTARY PUBLIC STATE OF MISSOURI
JACKSON COUNTY
MY COMMISSION EXP. JULY 15, 1990



STATE OF MISSOURI . . . Office of Secretary of State
JUDITH K. MORIARTY, Secretary of State

**CERTIFICATE OF CHANGE OF REGISTERED AGENT AND/OR
REGISTERED OFFICE BY A FOREIGN OR DOMESTIC
NOT FOR PROFIT CORPORATION**

(There is a \$1.00 fee for filing this statement. It must be filed in DUPLICATE)

HONORABLE JUDITH K. MORIARTY
SECRETARY OF STATE
STATE OF MISSOURI
P. O. BOX 778
JEFFERSON CITY, MO 65102

RECEIVED

AUG 24 1994

Charter No. N00029037

Judith K. Moriarty
SECRETARY OF STATE

The undersigned corporation, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent or its registered office, or both, in Missouri as provided by the provisions of "The General Not For Profit Corporation Act," of Missouri, represents that:

1. The name of the corporation is Research Mental Health Foundation.
2. The name of its PRESENT registered agent (before change) is Mildred Raymond.
3. The name of the new registered agent is Judith A. Vogelsmeier.
4. The address, including street number, if any, of its PRESENT registered office (before change) is 911 Main, 1820 Commerce Tower, Kansas City, Missouri 64105.
5. Its registered office (including street number, if any change is to be made) is hereby CHANGED TO 2304 E. Meyer Blvd., A10, Kansas City, Missouri 64132.
6. The address of its registered office and the address of the business office of its registered agent, as changed will be identical.
7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its PRESIDENT, attested by its SECRETARY this 4 day of August, 1994.

Research Mental Health Foundation

(Corporate Seal)

If no seal, state "none".

By Liz Colt Deckert
(President)

Attest:

Judith A. Vogelsmeier
Secretary

(Note: This "change" must be signed by both officers, but may be verified by either.)

State of Missouri)
)
County of Jackson) SS.

I, the undersigned, a Notary Public, do hereby certify that on the 4 day of August, 1994, personally appeared before me Liz Colt Deckert who declares he/she is President of the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)

Beverly A. Hatley
Notary Public

My commission expires:
BEVERLY A HATLEY
NOTARY PUBLIC STATE OF MISSOURI
JACKSON COUNTY
MY COMMISSION EXP. JULY 15, 1998

FILED
AUG 24 1994

Judith K. Moriarty
SECRETARY OF STATE

FILED

AUG 24 1994

Judith L. D'Amato
SECRETARY OF STATE

RECOMMENDATIONS

A recommendation to change the Registered Agent from Mildred Raymond to Judith Vogelsmeier, Health Midwest and to name Judith Vogelsmeier Assistant Secretary was approved by the Board.

A recommendation to remove the name of Shirley Fearon and replace with the name of Alan Flory on the bank signature cards was approved by the Board.